

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE**

IN RE: Woodbridge Group of Companies, LLC et al.

	)	
Contrarian Funds, LLC	)	
	)	
Appellant,	)	Civil Action No. 18-996 LPS
	)	
v.	)	
	)	
Woodbridge Group of Companies, LLC, et al.	)	Bankruptcy Case No. 17-12560-KJC
Official Committee of Unsecured Creditors,	)	BAP No. 18-37
Official Ad Hoc Committee Unitholders, and	)	
Ad hoc Noteholder Group	)	
	)	
Appellees.		

**CONTRARIAN FUNDS LLC’S  
STATEMENT OF ISSUES AND DESIGNATION OF RECORD OF APPEAL**

Contrarian Funds, LLC (“**Contrarian**”), a holder of claims against the Debtors in the above-captioned cases, by and through its undersigned counsel, hereby provides, pursuant to Rule 8009 of the Federal Rules of Bankruptcy Procedure, the following statement of issues to be presented and designation of items to be included in the record on appeal from the Order (the “**Order**”) of the United States Bankruptcy Court for the District of Delaware (the “**Bankruptcy Court**”) dated June 20, 2018 [Dkt. No 2016], sustaining the *Debtors’ Objection to Proof of Claim 1216* (the “**Claim Objection**”) [Dkt. 1563].

**I. Statement of the Issues to be Presented on Appeal**

1. Whether the Bankruptcy Court erred in finding that the anti-assignment clause (the “**Anti-Assignment Clause**”) contained in certain promissory notes (the “**Notes**”) assigned to Contrarian (the “**Note Transfer**”) from Elissa and Joseph Berlinger prohibited the assignment of claims, causes of action, and rights to distributions under the Notes

notwithstanding the plain language of the Notes, which only purports to prohibit the transfer of the Notes themselves.

2. Whether the Bankruptcy Court erred in finding that the Anti-Assignment Clause renders the Note Transfer void notwithstanding the Debtors' material breach of the terms of the Notes.

3. Whether the Bankruptcy Court erred in finding that the Anti-Assignment Clause renders the Note Transfer void notwithstanding the plain language of section 9-408 of the Uniform Commercial Code (Del Code Ann. tit. 6 § 9-408), which limits restrictions of the assignment of security interests.

## **II. Designation of Record on Appeal**

Contrarian hereby designates the following items to be included in the record on appeal, together with all exhibits, attachments and documents incorporated by reference therein.

### ***In re Woodbridge Group of Companies, LLC, et al., 17-12560 (KJC)***

<b>Item No.</b>	<b>Docket No.</b>	<b>Document Description</b>	<b>Doc Date</b>
1.	1	Chapter 11 Voluntary Petition	12/04/17
2.	12	Declaration of Lawrence R. Perkins in Support of the Debtors' Chapter 11 Petitions and Requests for First Day Relief	12/04/17
3.	79	Notice of Appointment of Creditors' Committee	12/14/17
4.	85	Motion of the Ad Hoc Committee of Holders of Promissory Notes of Woodbridge Mortgage Investment Fund Entities and Affiliates Pursuant to Section 1102(a)(2) of the Bankruptcy Code Directing the Appointment of an Official Committee Of Noteholders	12/14/17
5.	150	Emergency Motion for Appointment of Chapter 11 Trustee /Emergency Motion of Official Committee of Unsecured Creditors for Entry of an Order Directing the Appointment of a Chapter 11 Trustee Pursuant to 11 U.S.C. Section 1104	12/28/17
6.	157	Motion for Appointment of Chapter 11 Trustee	01/02/18
7.	198	Joinder of Additional Noteholders to Motion of the Ad Hoc Committee of Holders of Promissory Notes of Woodbridge Mortgage Investment Fund Entities and Affiliates Pursuant to Section 1102(a)(2) of the Bankruptcy Code Directing the Appointment of an Official Committee of Noteholders	01/03/18

*In re Woodbridge Group of Companies, LLC, et al., 17-12560 (KJC)*

Item No.	Docket No.	Document Description	Doc Date
8.	240	Objection to Motions of (I) Official Committee of Unsecured Creditors and (II) The U.S. Securities and Exchange Commission for Entry of an Order Directing the Appointment of a Chapter 11 Trustee	01/08/18
9.	250	Motion to Approve /Motion of the Ad Hoc Committee of Unitholders of Woodbridge Mortgage Investment Fund Entities Pursuant to 11 U.S.C. § 1102(a)(2) Directing Appointment of an Official Committee of Unitholders	01/08/18
10.	284	Transcript regarding Hearing Held 1/10/2018 RE: Motion to Appoint Chapter 11 Trustee	01/11/18
11.	288	Objection of the Official Committee of Unsecured Creditors to Motion of the Ad Hoc Committee of Holders of Promissory Notes of Woodbridge Mortgage Investment Fund Entities and Affiliates Pursuant to Section 1102(a)(2) of the Bankruptcy Code Directing the Appointment of an Official Committee of Noteholders	01/15/18
12.	357	Order Approving the Consensual Resolution of (A) Motion of the Ad Hoc Committee of Holders of Promissory Notes of Woodbridge Mortgage Investment Fund Entities and Affiliates Directing the Appointment of an Official Committee of Noteholders, (B) Emergency Motion of Official Committee of Unsecured Creditors for Entry of an Order Directing the Motion by the U.S. Securities and Exchange Commission for Order Directing the Appointment of a Chapter 11 Trustee, (D) Joinder Additional Noteholders to Motion of the Ad Hoc Committee of Holders of Promissory Notes of Woodbridge Mortgage Investment Fund Entities and Affiliates Directing the Appointment of an Official Committee of Noteholders, and (E) Motion of the Ad Hoc Committee of Unitholders of Woodbridge Mortgage Investment Fund Entities Directing Appointment of an Official Committee of Unitholders	01/23/18
13.	469	Transcript regarding Hearing Held 1/19/2018 RE: Emergency Motion Of the Official Committee Of Unsecured Creditors For Entry Of An Order Directing The APPontment [sic] Of A Chapter 11 Trustee	02/02/18
14.	470	Notice of Formation of Ad Hoc Noteholder Group Pursuant to January 23, 2018, Order (D.I. 357)	02/02/18
15.	799	Notice Regarding Transfers of Units or Notes	03/21/18
16.	828	Notice of Submission of Summary Plan Term Sheet Entered into by the Debtors, the Official Committee of Unsecured Creditors, the Ad Hoc Noteholder Group, and the Ad Hoc Unitholder Group	03/27/18
17.	887	Entry of Appearance and Request for Notices and Service of Papers on behalf of Contrarian Funds, LLC	04/03/18
18.	890	Motion of Contrarian Funds, LLC for Authority to Acquire Promissory Notes Against the Debtors	04/03/18
19.	954	Notice of Rule 30(b)(6) Deposition of Contrarian Funds, LLC	04/10/18

*In re Woodbridge Group of Companies, LLC, et al., 17-12560 (KJC)*

Item No.	Docket No.	Document Description	Doc Date
20.	1563	Debtors' (I) Objection to Proof of Claim No. 1216 Asserted By Putative Transferee Contrarian Funds, LLC Without Prejudice to Right of Putative Transferors Elissa and Joseph Berlinger to Assert Such Claim; and (II) Request for a Limited Waiver of Local Rule 3007-1(f)(iii), to the Extent Such Rule May Apply	04/16/18
21.	1585	Motion to Quash of Contrarian Funds, LLC	04/18/18
22.	1586	Motion to Shorten Notice with Respect to Motion to Quash of Contrarian Funds, LLC	04/18/18
23.	1593	Debtors': (I) Response to Motion to Shorten Notice with Respect to Motion to Quash of Contrarian Funds, LLC; and (II) Cross-Motion for Continuance of Hearing on Motion of Contrarian Funds, LLC for Authority to Acquire Promissory Notes Against the Debtors	04/19/18
24.	1598	The Official Committee of Unsecured Creditors' Joinder and Statement in Support of Debtors' (I) Response to Motion to Shorten Notice With Respect to Motion to Quash of Contrarian Funds, LLC; and (II) Cross-Motion for Continuance of Hearing on Motion of Contrarian Funds, LLC for Authority to Acquire Promissory Notes Against the Debtors	04/19/18
25.	1599	Notice of Deadlines for Filing of Proofs of Claim and Proofs of Interest	04/20/18
26.	1610	Joinder of the Official Ad Hoc Committee of Unitholders to (A) The Debtors' (I) Response to Motion to Shorten Notice with Respect to Motion to Quash of Contrarian Funds, LLC, and (II) Cross-Motion for Continuance of Hearing on Motion of Contrarian Funds, LLC for Authority to Acquire Promissory Notes Against the Debtors; and (B) The Official Committee of Unsecured Creditors' Joinder and Statement in Support Thereof	04/23/18
27.	1656	Debtors' Objection to Motion to Quash of Contrarian Funds, LLC	04/26/18
28.	1657	Joinder of the Official Ad Hoc Committee of Unitholders to Debtors' Objection to Motion to Quash of Contrarian Funds, LLC	04/26/18
29.	1696	The Official Committee of Unsecured Creditors' Joinder and Statement in Support of Debtors' Objection to Motion to Quash of Contrarian Funds, LLC	04/30/18
30.	1714	Transcript regarding Hearing Held 5/1/2018	05/09/18
31.	1818	Agreed Scheduling Order Regarding Contrarian's Note Motion and the Debtors' Claim Objection, and Order on Motion to Shorten and Motion to Quash	05/17/18
32.	1826	Contrarian Funds LLC's Response to Debtors' Objection to Proof of Claim 1216	05/18/18

*In re Woodbridge Group of Companies, LLC, et al., 17-12560 (KJC)*

Item No.	Docket No.	Document Description	Doc Date
33.	1894	Debtors' Reply (I) to Contrarian Funds LLC's Response to Debtors' Objection to Proof of Claim 1216, and (II) in Further Support the Debtors' Claim Objection	05/31/18
34.	1897	Notice of Filing of Exhibit A to Debtors' Reply (I) to Contrarian Funds LLC's Response to Debtors' Objection to Proof of Claim 1216, and (II) in Further Support of the Debtors' Claim Objection	05/31/18
35.	1900	Statement of the Ad Hoc Noteholder Group Regarding (I) Debtors' Objection to Proof of Claim 1216 and (II) Contrarian Funds LLC's Response Thereto	06/01/18
36.	1907	Statement of the Official Ad Hoc Committee of Unitholders in Support of Debtors' Reply (I) to Contrarian Funds LLC's Response to Debtors' Objection to Proof of Claim 1216, and (II) in Further Support of the Debtors' Claim Objection.	06/01/18
37.	1910	Joinder of the Official Committee of Unsecured Creditors to the Debtors' Reply (I) to Contrarian Fund LLC's Response to Debtors' Objection to Proof of Claim 1216 and (II) in Further Support of Debtors' Objection	06/03/18
38.	1926	Statement of Argo Partners Regarding (I) Debtors' Objection to Proof of Claim 1216; (II) Contrarian Funds LLC's Response Thereto; and (III) Motion of Contrarian Funds, LLC for Authority to Acquire Promissory Notes Against the Debtors	06/04/18
39.	1976	Transcript regarding Hearing Held 6/5/2018	06/14/18
40.	1995	Further Notice Regarding Transfer of Units or Notes	06/19/18
41.	2014	Opinion	06/20/18
42.	2016	Order	06/20/18
43.	2043	Order Amending Opinion And Order Issues On June 20, 2018 To Correct Typographical Errors	06/25/18
44.	2078	Notice of Appeal	07/03/18
45.	2081	Appeal Transmittal Sheet	07/03/18
46.	2081	Clerk's Notice Regarding Filing of Appeal	07/03/18
47.	2088	Notice of Docketing	07/05/18

Dated: July 17, 2018  
Wilmington, Delaware

**BIELLI & KLAUDER, LLC**

/s/ David M. Klauder

David M. Klauder, Esq. (No. 5769)  
1204 N. King Street  
Wilmington, DE 19801  
Phone: (302) 803-4600  
Fax: (302) 397-2557  
Email: dklauder@bk-legal.com

**KRAMER LEVIN NAFTALIS AND  
FRANKEL LLP**

P. Bradley O'Neill, Esq.  
Philip Guffy, Esq.  
1177 Avenue of the Americas  
New York, New York 10036  
Phone: (212) 715-9100  
Fax: (212) 715-8000  
boneill@kramerlevin.com  
pguffy@kramerlevin.com

**HALPERIN BATTAGLIA BENZIJA, LLP**

Alan D. Halperin, Esq.  
Debra J. Cohen, Esq.  
40 Wall Street, 37th Floor  
New York, New York 10005  
Phone: (212) 765-9100  
Fax: (212) 765-0964  
ahalperin@halperinlaw.net  
dcohen@halperinlaw.net

*Counsel to Contrarian Funds, LLC*